

**RESOLUTION AUTHORIZING RECONVEYANCE  
PLATTSBURGH AIRBASE REDEVELOPMENT CORPORATION – EDC PROJECT**

A regular meeting of County of Clinton Industrial Development Agency (the “Agency”) was convened in public session in the offices of the Agency located at 190 Banker Road, Suite 500 in the Town of Plattsburgh, Clinton County, New York on October 5, 2015 at 12:00 o’clock p.m., local time.

The meeting was called to order by the Chairperson and, upon roll being called, the following members of the Agency were:

**PRESENT:**

- |                  |                     |
|------------------|---------------------|
| Trent Trahan     | Chairperson         |
| David Hoover     | Vice Chairperson    |
| Michael E. Zurlo | Secretary           |
| Kim Murray       | Assistant Secretary |
| John VanNatten   | Member              |
| Mark Leta        | Member              |

**Excused:**

- |                 |                                       |
|-----------------|---------------------------------------|
| Keith Defayette | Treasurer and Chief Financial Officer |
|-----------------|---------------------------------------|

**THE FOLLOWING PERSONS WERE ALSO PRESENT:**

- |                            |                     |
|----------------------------|---------------------|
| Roseanne Murphy            | Executive Director  |
| Barbara Shute              | Recording Secretary |
| George W. Cregg, Jr., Esq. | Agency Counsel      |

The following resolution was offered by J. VanNatten, seconded by D. Hoover, to wit:

Resolution No. 10-15-01

**RESOLUTION AUTHORIZING RECONVEYANCE OF THE PLATTSBURGH  
AIRBASE REDEVELOPMENT CORPORATION – EDC PROJECT AND THE  
EXECUTION OF RELATED DOCUMENTS.**

WHEREAS, County of Clinton Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) and Chapter 225 of the 1971 Laws of New York, as amended, constituting Section 895-f of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the “Act”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial, manufacturing, and warehousing facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, on or about March 9, 2001 (the “EDC Closing Date”), the Agency closed on a transaction (the “Transaction”) involving (A) the acquisition by the Agency, pursuant to a lease agreement executed by the United States Air Force (“USAF”) on November 9, 2000 and by the Agency on March 9, 2001 (the “EDC Lease in Furtherance of Conveyance”), of a leasehold interest in (1) approximately 842 acres of land (including property located east of U.S. Route 9 and commonly known as the “Old Base” and certain industrial and office facilities, former family housing, open space, and related infrastructure) (collectively, the “EDC Land”) ), which EDC Land comprised a portion of an approximately 3,407 acre parcel of land and related easements and rights of way known as the former Plattsburgh Air Force Base located in the City of Plattsburgh and the Town of Plattsburgh, Clinton County, New York (the “Airbase Land”), together with all existing buildings (over 1,000 existing buildings) containing in the aggregate more than 3,800,000 square feet of space and related utilities and appurtenances located thereon (collectively, the “Airbase Facility”, and collectively with the Airbase Land, the “Airbase Project Facility”), and (2) all existing buildings located on the EDC Land (collectively, the “EDC Facility”, and collectively with the EDC Land, the “EDC Project Facility”), (B) the lease of the EDC Project Facility to Land Plattsburgh Airbase Redevelopment Corporation (the “Company”) pursuant to a lease agreement dated as of January 1, 2001 (the “EDC Lease Agreement”) by and between the Agency and the Company relating to the EDC Project Facility, (C) the execution and delivery by the Company and the Agency of a payment in lieu of tax agreement dated as of January 1, 2001 (the “Initial Payment in Lieu of Tax Agreement”) by and among the Agency, the Company, the County Treasurer of the County of Clinton (the “County Treasurer”), and the Plattsburgh City School District (the “City School District”), the Peru Central School District (the “Peru School District”), the City of Plattsburgh (the “City”), the Town of Plattsburgh (the “Town”), and the County of Clinton (the “County”) (the City School District, the Peru School District, the City, the Town and the County being collectively referred to as the “Taxing Entities”), as amended by a first amendment to payment in lieu of tax agreement dated as of January 1, 2003 (the “First Amendment to Payment in Lieu of Tax Agreement” and collectively with the Initial Payment in Lieu of Tax Agreement, the “Payment in Lieu of Tax Agreement”) whereby the Company agreed to make certain payments in lieu of taxes with respect to portions of the Airbase Project Facility, and (D) the execution and delivery by the Company and the Agency of a mortgage dated as of January 1, 2001 (the “Pilot Mortgage”) from the Agency and the Company to the County Treasurer, as agent for the Taxing Entities, creating a mortgage lien on the Agency’s interest in the Airbase Project Facility as security for the Initial Payment in Lieu of Tax Agreement (the above-enumerated documents being collectively referred to as the “Basic Documents”); and

WHEREAS, per the Basic Documents and the correspondence attached hereto as Exhibit A, the Project is being terminated and reconveyed to the Company (the “Reconveyance”); and

WHEREAS, in connection with the Reconveyance, the Agency and the Company will execute certain documents to evidence the Reconveyance, including a deed to Company dated as of the date of the Reconveyance (collectively, the “Reconveyance Documents”); and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the “Regulations” and collectively with the SEQR Act, “SEQRA”), the Agency must satisfy the requirements contained in SEQRA prior to making a final determination on the above described Reconveyance; and

WHEREAS, pursuant to SEQRA, the Agency has examined the Reconveyance in order to make a determination as to whether the Reconveyance is subject to SEQRA, and it appears that the Reconveyance constitutes a Type II action under SEQRA;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF COUNTY OF CLINTON INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. Based upon an examination of the Reconveyance, the Agency hereby determines that the Reconveyance constitutes a “Type II action” pursuant to 6 NYCRR 617.5(c)(26), and therefore that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Reconveyance.

Section 2. Subject to (A) approval of the form of the Reconveyance Documents by Agency counsel, (B) evidence satisfactory to the Agency that (i) all payments in lieu of taxes and other local fees and assessments relating to the Project Facility have been paid by the Company and (ii) the evidence that the Agency has been removed as a party to the Pilot Mortgage and any other security documents and (C) receipt by the Chairman of the Agency’s administrative fee and counsel fees relating to the Reconveyance, the Agency hereby authorizes the execution by the Agency of the Reconveyance Documents.

Section 3. Subject to the satisfaction of the conditions described in Section 2 hereof, the Chairman (or Vice Chairman) of the Agency is hereby authorized to execute and deliver the Reconveyance Documents to the Company, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in substantially the form thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chairman (or Vice Chairman) shall approve, the execution thereof by the Chairman (or Vice Chairman) to constitute conclusive evidence of such approval.

Section 4. The law firm of Hodgson Russ LLP is hereby appointed Agency Counsel to the Agency with respect to all matters in connection with the Reconveyance. Agency Counsel for the Agency is hereby authorized, at the expense of the Company, to work with the Company, and counsel to the Company, and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution.

Section 5. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

Trent Trahan	VOTING	<u>YES</u>
David Hoover	VOTING	<u>YES</u>
Michael E. Zurlo	VOTING	<u>YES</u>
Keith Defayette	VOTING	<u>EXCUSED</u>
Kim Murray	VOTING	<u>YES</u>
Mark Leta	VOTING	<u>YES</u>
John VanNatten	VOTING	<u>YES</u>

The foregoing Resolution was thereupon declared duly adopted.


STATE OF NEW YORK                    )  
  ) SS.:  
COUNTY OF CLINTON                 )

I, the undersigned Secretary of County of Clinton Industrial Development Agency (the “Agency”), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on October 5, 2015 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public, and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 5<sup>th</sup> day of October, 2015.

  
Michael E. Zurlo, Secretary

(SEAL)


STATE OF NEW YORK                    )  
  ) SS.:  
COUNTY OF CLINTON                 )

I, the undersigned Secretary of County of Clinton Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on October 5, 2015 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 5<sup>th</sup> day of October, 2015.

  
Michael E. Zurlo, Secretary

(SEAL)

EXHIBIT A  
CORRESPONDENCE

- SEE ATTACHED -



October 2, 2015

Plattsburgh Airbase Redevelopment Corp.  
130 Arizona Avenue, Suite 2000  
Plattsburgh, New York 12903

Attention: Chairperson

Re: County of Clinton IDA, PARC EDC (1&2)

Dear Sir:

With respect to the above-captioned project (the "Project"), the payment in lieu of tax agreements dated, January 1, 2001 (the "Payment in Lieu of Tax Agreement") respectively, by and among the County of Clinton Industrial Development Agency, (the "Agency"), the Plattsburgh Airbase Redevelopment Corporation (the "Company"), the County Treasurer of the County of Clinton, (the "County Treasurer"), the Plattsburgh City School District, (the "City School District"), the Peru Central School District (the "Peru School District"), the City of Plattsburgh, (the "City"), the Town of Plattsburgh (the "Town"), and the County of Clinton (the "County"); has terminated and will be re-conveyed back to the Company.

Our counsel, Hodgson Russ LLP, will prepare the necessary documents for these terminations/re-conveyances, and in connection therewith, will engage an abstract company to determine which documents regarding the Project are on record with Clinton County.

At the Agency's October 5, 2015 meeting, the Board will be presented with resolutions authorizing the above terminations/re-conveyances. As per the agreement, the Company is responsible for all CCIDA legal costs and fees related to the Project, including the re-conveyance.



PARC Chairperson  
Re: Reconveyance PARC EDC (1&2)  
October 2, 2015  
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Please provide me with the contact information for the counsel you may be retaining in connection with the termination/re-conveyance.

If you wish to discuss this further, please contact me at (518) 563-3100 or [infoatIDAs@gmail.com](mailto:infoatIDAs@gmail.com)



Roseanne Murphy  
Executive Director

CC: George W. Cregg, Jr. Esq., Hodgson Russ, via email  
Nadene Zeigler, Esq., Hodgson Russ, via email  
Trent Trahan, CCIDA, via email